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IN THE UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO AND OAKLAND DIVISION

THOMAS FERNANDEZ, LORA SMITH, and
 TOSHA THOMAS, individually and on behalf
 of a class of all other persons similarly situated,

Plaintiffs,

vs.

K-M INDUSTRIES HOLDING CO., INC.;
 K-M INDUSTRIES HOLDING CO., INC.
 ESOP PLAN COMMITTEE; WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST; TRUSTEES OF THE WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST; CIG ESOP PLAN COMMITTEE;
 NORTH STAR TRUST COMPANY;
 DESIREE B. MOORE REVOCABLE TRUST;
 WILLIAM E. MOORE MARITAL TRUST;
 WILLIAM E. MOORE GENERATION-
 SKIPPING TRUST; and DESIREE MOORE,
 BOTH IN HER INDIVIDUAL CAPACITY
 AND AS TRUSTEE OF THE WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST'S SUCCESSOR TRUSTS NAMED
 ABOVE,

Defendants.

Case No. C-06-07339 CW

**DECLARATION OF THOMAS
 FERNANDEZ IN SUPPORT OF
 PLAINTIFFS' OPPOSITION TO
 DEFENDANTS' MOTIONS FOR
 SUMMARY JUDGMENT**

Date: July 31, 2008
 Time: 2:30 p.m.
 Courtroom: 2, 4th Floor
 Judge: Hon. Claudia Wilken

THOMAS FERNANDEZ DECLARATION IN SUPPORT OF OPPOSITION TO SUMMARY JUDGMENT
 MOTIONS

[Case No. C-06-07339 CW]


1 I, Thomas Fernandez, declare as follows:

2 1. I am a Plaintiff in this action and have personal knowledge of the facts contained in
3 this declaration and, if called to testify, will testify as set forth below.

4 2. To the best of my recollection, I was not informed by California Insurance Group
5 or Kelly-Moore Industries Holding Co., Inc. that there were a large number of asbestos cases filed
6 against Kelly-Moore Paint by 1999. To the best of my recollection, I was also not informed by
7 California Insurance Group or Kelly-Moore Industries Holding Co., Inc. whether the valuation for
8 the 1999 ESOP transaction accounted for Kelly-Moore's asbestos liabilities. In addition, I was
9 never told by California Insurance Group or Kelly-Moore Industries Holding Co., Inc. that there
10 was another 1999 valuation of California Insurance Group which concluded that the ESOP could
11 negotiate a lower fair market value than the price actually paid.

12 3. Prior to joining this lawsuit, I did not know what steps defendant North Star had
13 (or had not) taken to remedy the fiduciary violations alleged against Mr. Moore and the other
14 ESOP fiduciaries.

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16 I declare under penalty of perjury that the foregoing is true and correct. Executed on July
17 9, 2008 at San Diego, California.

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19 Thomas Fernandez
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